

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Karoon Energy Ltd (the **Company**).

ABN

53 107 001 338

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

Fully paid ordinary shares (**New Shares**)

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

305,503,260 New Shares will be issued, comprising:

(a) 72,110,000 New Shares to be issued pursuant to the terms of the fully underwritten institutional placement (**Placement**) announced to the ASX on 23 October 2019;

(b) 233,393,260 New Shares to be issued pursuant to the terms of the fully underwritten 1 for 1.06 pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) announced to ASX on 23 October 2019 comprising:

- (i) 115,845,140 New Shares to be issued pursuant to the institutional component of the Entitlement Offer; and
- (ii) 117,548,120 New Shares to be issued pursuant to the retail component of the Entitlement Offer.

The final number of New Shares to be issued under the retail component of the Entitlement Offer is subject to the reconciliation of shareholder entitlements and the effects of rounding.

3	Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The New Shares will have the same terms as existing fully paid ordinary shares in the Company.
4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes, New Shares will rank equally in all respects with existing fully paid ordinary shares in the Company.
5	Issue price or consideration	\$0.93 per New Share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Partially funding Karoon's proposed acquisition of the Bauna oil field in the Santos basin offshore Brazil (Acquisition); Funding Karoon's share of upcoming exploration drilling offshore Peru; Funding associated working capital, corporate costs and other needs of the business; and Transaction costs of the Acquisition, Placement and Rights Issue.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	N/A
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	8,517 (see Annexure 1)
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	Institutional Placement: 1 November 2019 Institutional component of the Entitlement Offer: 1 November 2019 Retail component of the Entitlement Offer: 19 November 2019

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		435,351,995	Ordinary Fully Paid Shares quoted
		117,548,120	To be issued

9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		81,369	Performance Rights expiring 30/06/2020.
		1,318,662	Performance Rights vesting 01/07/2020 and expiring 30/06/2021. Vesting subject to satisfaction of key performance indicators and employment retention.
		1,866,401	ESOP Options with an exercise price of \$1.73, exercisable from 01/07/2020 and expiring on 30/06/2021. Vesting subject to satisfaction of key performance indicators.
		1,148,344	ESOP Options with an exercise price of \$1.77, exercisable from 01/07/2020 and expiring on 30/06/2021. Vesting subject to satisfaction of key performance indicators.
		882,577	Performance Rights vesting 01/07/2020 and expiring 30/06/2021. Vesting subject to satisfaction of employment retention period.
		1,104,559	Performance Rights vesting 01/07/2021 and expiring 30/06/2022. Vesting subject to satisfaction of key performance indicators and employment retention.
		4,215,274	ESOP Options with an exercise price of \$1.40, exercisable from 01/07/2021 and expiring on 30/06/2022. Vesting subject to satisfaction of key performance indicators.
		2,436,613	Performance Rights vesting 01/07/2021 and expiring 30/06/2022. Vesting subject to satisfaction of key performance indicators and employment retention.
		2,436,613	Performance Rights vesting 01/07/2022 and expiring 30/06/2023. Vesting subject to satisfaction of key performance indicators and employment retention.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as dividend policy on existing securities
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+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the *securities will be offered	1 New Shares for every 1.06 existing shares held as at the Record Date for the Entitlement Offer.
14	*Class of *securities to which the offer relates	Fully paid ordinary shares
15	*Record date to determine entitlements	7:00pm (AEDT) 25 October 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up to the nearest whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	<p>Under the institutional component of the Entitlement Offer, all countries other than Australia, New Zealand, Bermuda, Norway, Italy, Luxembourg, Hong Kong, Singapore, the United Kingdom and the United States.</p> <p>Under the retail component of the Entitlement Offer, all countries except for Australia and New Zealand.</p>
19	Closing date for receipt of acceptances or renunciations	<p>The closing date for acceptances under the institutional component of the Entitlement Offer is 24 October 2019.</p> <p>The closing date for acceptances under the retail component of the Entitlement Offer is 5:00pm (AEDT) 12 November 2019.</p>
20	Names of any underwriters	Royal Bank of Canada (trading as RBC Capital Markets) and Macquarie Capital (Australia) Limited

21	Amount of any underwriting fee or commission	The Underwriters will be paid a 2.50% underwriting fee and a 0.75% management and selling fee on the Offer Proceeds for providing these services and will be reimbursed for certain expenses. Karoon will also pay the Underwriters an additional underwriting fee equal to one half of any amount by which the total fees of all sub-underwriters exceeds 1.00% of the proceeds of the Retail Entitlement Offer.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus or product disclosure statement will be issued. A retail offer booklet with a personalised entitlement and acceptance form was dispatched to eligible shareholders on 30 October 2019.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do security holders dispose of their entitlements (except by sale through a broker)? N/A
- 33 ⁺Issue date

The issue date of New Shares under the institutional component of the Entitlement Offer is 1 November 2019.

The issue date of New Shares under the retail component of the Entitlement Offer is 19 November 2019.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

N/A

39 +Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

N/A

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class
N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 31 October 2019
(Company secretary)

Print name: Scott Hosking

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	247,396,855
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid *ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	233,393,260 (under the Entitlement Offer and included in the calculation pursuant to an ASX Waiver granted 22 October 2019)
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	
“A”	480,790,115

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	0.15 <i>[Note: this value cannot be changed]</i>
Multiply "A" by 0.15	72,118,517
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <i>Note:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	72,110,000
"C"	72,110,000
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 <i>Note: number must be same as shown in Step 2</i>	72,118,517
Subtract "C" <i>Note: number must be same as shown in Step 3</i>	72,110,000
Total ["A" x 0.15] – "C"	8,517 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	N/A
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	
Total ["A" x 0.10] – "E"	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.